

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., <u>et al.</u></b>	)	<b>Case No. 01-1139 (KJC)</b>
	)	
<b>Debtors.</b>	)	<b>Objection Deadline: November 14, 2013 at 4:00 p.m.</b>
	)	<b>Hearing: Schedule if Necessary (Negative Notice)</b>

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**NOTICE OF FILING OF FIFTH MONTHLY INTERIM APPLICATION OF  
ORRICK, HERRINGTON & SUTCLIFFE LLP,  
BANKRUPTCY COUNSEL TO ROGER FRANKEL,  
ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Unsecured Creditors; (5) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (6) Counsel to the Official Committee of Asbestos Property Damage Claimants; (7) Counsel to the Official Committee of Equity Holders; (8) Counsel to the Debtors-in-Possession Lender; and (9) the Fee Auditor

Orrick, Herrington & Sutcliffe LLP (“Orrick”), bankruptcy counsel to Roger Frankel, the Court-appointed legal representative for future asbestos personal injury claimants (the “FCR”), has filed and served its Fifth Monthly Application of Orrick, Herrington & Sutcliffe LLP for Compensation for Services Rendered and Reimbursement of Expenses as bankruptcy counsel to the FCR for the time period September 1, 2013 through September 30, 2013, seeking payment of fees in the amount of \$44,100.00 (80% of \$55,125.00), and expenses of \$1,303.53, for a total amount of \$45,403.53 (the “Application”).

This Application is submitted pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement for Expenses for Professionals and Official Committee Members signed April 17, 2002, amending

the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 (collectively, the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **November 14, 2013 at 4:00 P.M., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for FCR, Richard H. Wyron, Esquire and Debra L. Felder, Esquire, Orrick, Herrington & Sutcliffe LLP, 1152 15th Street, NW, Washington, DC 20005 and John C. Phillips, Esquire, Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (ii) co-counsel for the Debtors, John Donley, Esquire, and Adam Paul, Esquire, Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654 and Laura Davis Jones, Esquire, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iii) co-counsel to the Official Committee of Unsecured Creditors, Kenneth Pasquale, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 222 Delaware Avenue, Suite 1600, Wilmington, DE 19801; (iv) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Baena, Price & Axelrod, First Union Financial Center, 1450 Brickell Avenue, 23<sup>rd</sup> Floor, Miami, FL 33131-3456 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (v) co-counsel to the Official Committee of Asbestos Personal Injury

Claimants, Elihu Inselbuch, Esquire, Rita C. Tobin, Esquire, Caplin & Drysdale, Chartered, 600 Lexington Avenue, 21<sup>st</sup> Floor, New York, NY 10022-6000 and Marla R. Eskin, Esquire, Mark T. Hurford, Esquire, Kathleen Campbell Davis, Esquire, Campbell & Levine, LLC, 222 Delaware Avenue, Suite 1620, Wilmington, DE 19801; (vi) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (vii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036; (viii) the Office of the United States Trustee, ATTN: Richard Schepecarter, Esquire, 844 N. King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801; and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, 2235 Ridge Road, Suite 105, Rockwall, TX 75087.

Any questions regarding this Notice or attachments may be directed to the undersigned counsel.

ORRICK, HERRINGTON & SUTCLIFFE LLP

By:/S/ RICHARD H. WYRON

Richard H. Wyron, admitted *pro hac vice*  
Debra L. Felder, admitted *pro hac vice*  
Columbia Center  
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Washington, DC 20005  
(202) 339-8400

—and—

PHILLIPS, GOLDMAN & SPENCE, P.A.  
John C. Phillips, Jr. (#110)  
1200 North Broom Street  
Wilmington, DE 19806  
(302) 655-4200

*Co-Counsel to Roger Frankel, Asbestos PI Future  
Claimants' Representative*

Dated: October 24, 2013

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., <u>et al.</u>,</b>	)	<b>Case No. 01-1139 (KJC)</b>
	)	
<b>Debtors.</b>	)	<b>Objection Deadline: November 14, 2013 at 4:00 .m.</b>
	)	<b>Hearing: Schedule if Necessary (Negative Notice)</b>

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**COVER SHEET TO FIFTH MONTHLY INTERIM APPLICATION OF  
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL  
TO ROGER FRANKEL, ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE, FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES FOR THE TIME PERIOD SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30,2013**

Name of Applicant: Orrick, Herrington & Sutcliffe LLP ("Orrick")

Authorized to Provide Professional Services to: Roger Frankel, Asbestos PI Future Claimants' Representative (the "FCR")

Date of Retention: As of May 16, 2013, pursuant to Order entered by the Court on July 31, 2013 [Dkt. No. 30902]

Period for which compensation is sought: September 1, 2013 through September 30, 2013

Amount of Compensation (100%) sought as actual, reasonable, and necessary: \$55,125.00

80% of fees to be paid: \$44,100.00

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$ 1,303.53

Total Fees @ 80% and 100% Expenses: \$45,403.53

This is an:  interim  monthly  final application.

The total time expended for fee application preparation during this time period is 29.20 hours, \$13,478.00 in fees and \$454.07 in expenses for Orrick's fee applications and 30.20 hours, \$11,990.50 in fees and \$382.11 in expenses for the FCR's other professionals' fee applications. Any additional time spent for these matters will be requested in subsequent monthly interim applications.

This is Orrick's fifth interim fee application for the period September 1-30, 2013, as counsel to Roger Frankel, as FCR. Orrick, as counsel to Roger Frankel, has previously filed with the Court the following interim fee applications since May 16, 2013:<sup>1</sup>

<u>Interim Period</u>	<u>Fees@ 100%</u>	<u>Fees @ 80%</u>	<u>Expenses @ 100%</u>	<u>Total Fees @ 80% &amp; 100% Expenses</u>
First Interim Period May 16-31, 2013	\$68,098.50	\$54,478.80	\$25.30	\$54,504.10
Second Interim Period June 1-30, 2013	\$69,766.50	\$55,813.20	\$4,883.95	\$60,697.15
Third Interim Period July 1-31, 2013	\$53,120.00	\$42,496.00	\$768.94	\$43,264.94
Fourth Interim Period August 1-31, 2013	\$30,326.50	\$24,261.20	\$1,741.74	\$26,002.94

As of October 24, 2013, Orrick, as counsel to Roger Frankel, has received the following payment from the Debtors:<sup>2</sup>

- \$54,504.10 representing 80% fees/100% expenses for May 16-31, 2013
- \$60,697.15 representing 80% fees/100% expenses for June 1-30, 2013
- \$43,264.94 representing 80% fees/100% expenses for July 1-31, 2013

### COMPENSATION SUMMARY

#### SEPTEMBER 1-30, 2013

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Peri Mahaley	Of Counsel, 21 years in position; 34 years relevant experience; 1979, Insurance	\$665	.30	\$199.50

<sup>1</sup> Orrick has filed additional fee applications with the Court in connection with its representation of the former FCR, David Austern.

<sup>2</sup> Orrick has received additional payments from the Debtors in connection with its representation of the former FCR, David Austern.

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Richard H. Wyron	Partner, 24 years in position; 34 years relevant experience; 1979, Restructuring	\$875	22.10	\$19,337.50
Debra L. Felder	Associate, 11 years in position; 11 years relevant experience; 2002, Restructuring	\$650	38.80	\$25,220.00
Debra O. Fullem	Bankruptcy Research Specialist	\$270	38.40	\$10,368.00
<b>TOTAL</b>			<b>99.60</b>	<b>\$55,125.00</b>
<b>Blended Rate: \$553.46</b>				

### COMPENSATION BY PROJECT CATEGORY

**SEPTEMBER 1-30, 2013**

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Compensation of Professionals-Orrick	29.20	\$13,478.00
Compensation of Professionals-Other	30.20	\$11,990.50
Insurance	.60	\$462.00
Litigation	39.60	\$29,194.50
<b>TOTAL</b>	<b>99.60</b>	<b>\$55,125.00</b>

### EXPENSE SUMMARY

**SEPTEMBER 1-30, 2013**

<u>Expense Category</u>	<u>Total</u>
Duplicating	\$517.07
Express Delivery	\$71.96
Parking	\$9.00
Postage	\$247.15
Travel – Mileage	\$44.80
Travel – NY Subway/Taxi	\$19.55
Travel – Train from Baltimore to New York	\$394.00 <sup>3</sup>
<b>TOTAL EXPENSES</b>	<b>\$1,303.53</b>

<sup>3</sup> This amount includes a reduction of \$222.00 for first-class accommodations.

Orrick's Client Charges and Disbursements Policy, effective January 1, 2013, is as follows:

- a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication. Color copies are charged at \$1.25 per page.
- b. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.
- c. ***Overtime*** -- It is Orrick's practice to allow staff and certain paraprofessionals in its Washington D.C. office working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge of up to \$7.50. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances.
- d. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. Use of fee based internet research services is charged at Orrick's cost.

Respectfully submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: S/ RICHARD H. WYRON

Richard H. Wyron, admitted *pro hac vice*  
Debra L. Felder, admitted *pro hac vice*  
Columbia Center  
1152 15th Street, NW  
Washington, DC 20005  
(202) 339-8400

*Counsel to Roger Frankel, Asbestos PI Future  
Claimants' Representative*

Dated: October 24, 2013

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re:	)	Chapter 11
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W.R. GRACE & CO., <u>et al.</u> ,	)	Case No. 01-1139 (KJC)
	)	
Debtors.	)	
	)	

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**VERIFICATION**

**DISTRICT OF COLUMBIA, TO WIT:**

Richard H. Wyron, after being duly sworn according to law, deposes and says:

1. I am a Partner in the applicant law firm Orrick, Herrington & Sutcliffe LLP (“Orrick”) and have been admitted *pro hac vice* to appear in these cases.

2. I have personally performed certain of the legal services rendered by Orrick as counsel to Roger Frankel as Asbestos PI Future Claimants’ Representative (“FCR”) and am familiar with the work performed on behalf of the FCR by the lawyers, legal assistants, and other professionals of Orrick as set forth in the invoices attached as Exhibit A to Orrick’s monthly interim application (the “Application”).

3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order, as amended, dated April 17, 2002, and I believe the Application to be in compliance therewith.

*/S/ RICHARD H. WYRON*  
RICHARD H. WYRON

SWORN AND SUBSCRIBED TO BEFORE ME  
THIS 24TH DAY OF OCTOBER 2013

*/S/ SHERYL R. ALEXANDER*  
Notary Public

My commission expires: July 31, 2016

**CERTIFICATE OF SERVICE**

I, DEBRA O. FULLEM do hereby certify that I am over the age of 18, and that on October 25, 2013, I caused the *Notice, Cover Sheet to Fifth Monthly Interim Application of Orrick, Herrington & Sutcliffe LLP, Bankruptcy Counsel to Roger Frankel, Asbestos PI Future Claimants' Representative for Compensation for Services Rendered and Reimbursement of Expenses for the Time Period September 1-30, 2013* to be served upon those persons as shown below in the manner set forth therein.

*Email: ljones@pszjlaw.com*

Laura Davis Jones, Esquire  
James E. O'Neill, Esquire  
Pachulski Stang Ziehl & Jones LLP

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Vito I. DiMaio  
Parcels, Inc.

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Philip Bentley, Esquire  
Kramer Levin Naftalis & Frankel LLP

/S/ DEBRA O. FULLEM  
Debra O. Fullem

**EXHIBIT A**

**ORRICK, HERRINGTON & SUTCLIFFE LLP**  
**INVOICES FOR THE TIME PERIOD**  
**SEPTEMBER 1-30, 2013**